

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

<p>KIRK DAHL, et al., Individually and on Behalf of All Others Similarly Situated, Plaintiffs, vs.</p>	<p>Lead Case No. 1:07-cv-12388-WGY</p>
<p>BAIN CAPITAL PARTNERS, LLC, et al., Defendants.</p>	<p>PLAINTIFFS' MOTION FOR AN AWARD OF ATTORNEYS' FEES, LITIGATION EXPENSES, AND NAMED PLAINTIFF SERVICE AWARDS</p>

Lead Counsel, on behalf of all Plaintiffs' Counsel, respectfully submit this Motion for an Award of Attorneys' Fees, Litigation Expenses, and Named Plaintiff Service Awards. As set forth in the accompanying Memorandum in Support of an Award of Attorneys' Fees, Litigation Expenses, and Named Plaintiff Service Awards ("Fee Memorandum"); Declaration of Co-Lead Counsel in Support of Named Plaintiffs' Motions for Final Approval of Settlements and Supplemental Plan of Allocation of Settlement Proceeds and for an Award of Attorneys' Fees and Expenses; and Declaration of Daryl F. Scott in Support of Co-Lead Counsel's Application for Award of Attorneys' Fees, Litigation Expenses, and Named Plaintiff Service Awards, Plaintiffs' Counsel ask that this Court award fees in the amount of \$194,865,000 (33% of the \$590,500,000 common fund), as well as costs and expenses totaling \$12,028,514.99. In addition to fees and expenses, Plaintiffs' Counsel also request that the Court approve total service awards in the amount of \$25,000 each for Police and Fire Department Retirement System of the City of Detroit ("Detroit PFRS") and Omaha Police and Fire Department Retirement System (Omaha PFRS"), as well as \$10,000 for Dr. Dahl and \$5,000 for Mr. Wojno. Named Plaintiffs made significant time commitments on behalf of the Class during the seven-year litigation. The total amount of incentive awards requested for all Named Plaintiffs is \$65,000.

In further support of this Motion, Plaintiffs' Counsel have filed herewith the aforementioned Fee Memorandum. For the reasons stated therein, Plaintiffs' Counsel request

that their Motion be granted.

LOCAL RULE 7.1 CERTIFICATION

Pursuant to D. Mass. Local Rule 7.1(a)(2), the undersigned hereby certifies that counsel for Plaintiffs has conferred with counsel for Settling Defendants, and that Settling Defendants take no position as to the relief requested by this Motion.

Dated: November 13, 2014

Respectfully submitted,

s/ Stacey P. Slaughter

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CERTIFICATE OF SERVICE

I hereby certify that on November 13, 2014, I caused the foregoing to be served via the Electronic Filing System on all of Settling Defendants' counsel of record and via email on all attorneys who have agreed to accept service via email at defendantsprivateequity@scott-scott.com.

I certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on November 13, 2014.

s/ Stacey P. Slaughter

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